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**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

Brown v. Kinross Gold U.S.A., Inc.

CV-S-02-0605-PMP-(RJJ)

This Document Relates To:

All actions

**ORDER APPROVING
THE FINAL DISTRIBUTION OF THE
NET SETTLEMENT FUND TO
AUTHORIZED CLAIMANTS AND TO
PAY THE CLAIMS ADMINISTRATOR'S
FEES AND EXPENSES**

1 WHEREAS, Lead Plaintiffs and Class Representatives Robert A. Brown,
2 Glenbrook Capital LP, Andrew D. Kaufman, George P. Drake, and CN&L Investment
3 Corp. (collectively “Lead Plaintiffs”), by and through their undersigned counsel of
4 record, Berger & Montague, P.C. and Reginald H. Howe (individually “Lead Counsel” or
5 collectively “Co-Lead Counsel”) in the above-captioned class action litigation (the
6 “Action”), on behalf of themselves and the members of the Settlement Class, have moved
7 for approval of: (i) the final distribution of the Net Settlement Fund to Authorized
8 Claimants consistent with the administrative determinations of the Claims Administrator
9 as set forth in the Declaration of Edward J. Sincavage for Final Distribution (“Sincavage
10 Declaration”) and accompanying exhibits in support thereof; and (ii) payment of the
11 Claims Administrator’s fees and expenses.

12 WHEREAS, all defined terms contained in this Order shall have the same
13 meanings as set forth in the Stipulation and Agreement of Settlement dated November 7,
14 2008 (Exhibit 1 to Dkt. No. 290).

15 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

16 1. The procedures used and actions taken by Heffler, Radetich & Saitta
17 L.L.P. (“Heffler”) and Plaintiffs’ Lead Counsel for the administration of the Settlement
18 are here adjudged to have been proper and complete, and the Court hereby approves the
19 administrative determinations of Heffler in accepting and rejecting claims filed in this
20 matter.

21 2. The interim administrative determinations of the Claims Administrator as
22 set forth in the Sincavage Declaration and accompanying exhibits, accepting and
23 rejecting the Proof of Claim forms, are hereby approved.

1 3. The final administrative determinations of the Claims Administrator as set
2 forth in the Sincavage Declaration and accompanying exhibits, accepting and rejecting
3 the Proof of Claim forms, are hereby approved.

4 4. The Claims Administrator is hereby directed to distribute the Net
5 Settlement Fund to Authorized Claimants in accordance with the Claims Administrator's
6 administrative determinations and as set forth in the Sincavage Declaration and
7 accompanying exhibits.

8 5. The Court hereby approves Heffler's recommended rejection of claims
9 identified in the Non-Payable Claims Listing, attached as Exhibit C to the Sincavage
10 Declaration which is attached as Exhibit 1 to the Distribution Motion.

11 6. The Court directs that distribution checks to the Authorized Claimants
12 shall bear the notation "Non-Negotiable After 180 Days," and that no check shall be
13 negotiated in the Net Settlement Fund more than 200 days after the date of the check.

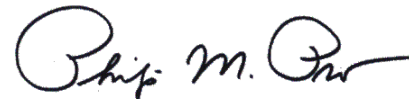
14 7. If, after the initial distribution, any funds remain in the Net Settlement
15 Fund by reason of uncashed checks or otherwise, and, after Heffler has made reasonable
16 and diligent efforts to have Authorized Claimants cash their distribution checks, any
17 balance remaining in the Net Settlement Fund one year after the initial distribution of
18 such funds shall be redistributed on a *pro rata* basis, after payment of any unpaid costs or
19 fees incurred in administering the Net Settlement Fund for such redistribution, to
20 Authorized Claimants who have cashed their original distribution checks and who would
21 receive at least \$50 from such redistribution. If, after six months following such
22 redistribution, any funds remain in the Net Settlement Fund, then such balance shall be
23 contributed to a non-sectarian, not-for-profit, 501(c)(3) organization(s) designated by
24 Plaintiffs' Lead Counsel, subject to Court approval.

1 8. The Claims Administrator's fees in the amount of \$46,490.81 and
2 expenses in the amount of \$8,525.00 are hereby approved and may be paid to the Claims
3 Administrator from the Settlement Fund.

4 9. Lead Plaintiffs, Plaintiffs' Counsel, Defendants, defendants' counsel, the
5 Claims Administrator, any employees or agents of any of the foregoing, and any other
6 persons involved in the review, verification, calculation, tabulation, or any other aspect of
7 the processing of the Proof of Claim forms, are hereby released and discharged from any
8 claims or liability by, to or from any member of the Settlement Class, whether or not they
9 are to receive payment from the Net Settlement Fund, or any other person in connection
10 with the processing of Proof of Claim forms filed in this litigation and the distribution of
11 the Net Settlement Fund in connection therewith that has been undertaken pursuant to the
12 Orders of this Court.

13 IT IS SO ORDERED.

14 Dated: October 15, 2010.



THE HONORABLE PHILIP M. PRO
UNITED STATES DISTRICT JUDGE

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